

# KATTEN MUCHIN & ZAVIS

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RECORDED TO INDEX

WRITER'S DIRECT DIAL NUMBER

JAN 2 1991 -2 12 PM

312/902-5433

INTERSTATE COMMERCE COMMISSION

1-002A032

December 31, 1990

By Messenger

Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20231

Dear Mr. Strickland:

On behalf of The CIT Group/Equipment Financing, Inc., I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a primary document, not previously recorded, entitled Bailment Agreement ("Agreement") dated as of December 28, 1990. The parties to the enclosed Agreement are as follows:

Union Pacific Railroad Company  
For index purposes - Bailee  
1416 Dodge Street  
Omaha, Nebraska 68179

Commonwealth Edison Company  
For index purposes - Bailor

One First National Plaza  
Chicago, Illinois 60690

The CIT Group/Equipment Financing, Inc.  
For index purposes - Acknowledgor

1400 Renaissance Drive  
Suite 400  
Park Ridge, Illinois 60068

JAN 2 2 31 PM '91  
MOTOR OPERATING UNIT

The Agreement covers, among other things, the use of those certain one-hundred and ten (110) 4270 C/F aluminum gondola railroad cars as identified in Schedule I attached hereto.

**KATTEN MUCHIN & ZAVIS**

December 31, 1990

Page 2

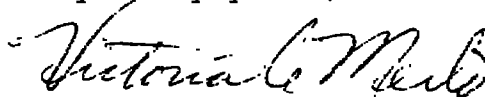
Enclosed is a check in the amount of \$15.00 in payment of the filing fee.

A short summary of the Agreement to appear in the ICC index is as follows:

"Bailment Agreement dated as of December 28, 1990 among Union Pacific Railroad Company, as Bailee, Commonwealth Edison Company as Bailor, and The CIT Group/Equipment Financing, Inc., as Acknowledgor, pursuant to which Bailee and Bailor make certain agreements with respect to Bailee's use of one train set consisting of 110 aluminum gondola railroad cars."

Once the filing has been made, please return to bearer the stamped counterparts of the Agreement not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Victoria A. Merlo  
Attorney for the purpose of this  
filing for The CIT Group/Equipment  
Financing, Inc.

VAM:djp:102  
Enclosures

Schedule I

4270 C/F Aluminum gondola railroad cars, marked with initials CHTT, identifying nos. 640000 through 640109.

**Interstate Commerce Commission**  
Washington, D.C. 20423

1/2/91

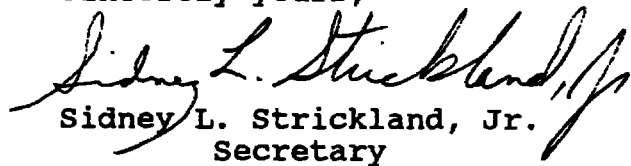
OFFICE OF THE SECRETARY

Victoria A. Marlo  
Katten Muchin & Zavis  
525 West Monroe Street Suite 1600  
Chicago, Illinois 60606

Dear Mr. Marlo:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/2/91 at 2:40pm, and assigned recordation number(s). 17163

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

17163

JAN 2 1991 -2 10 PM

BAILMENT AGREEMENT

INTERSTATE COMMERCE COMMISSION

This Bailment Agreement ("Agreement") is made as of this 28th day of December, 1990 between Union Pacific Railroad Company ("Bailee") and Commonwealth Edison Company ("Bailor").

A. Pursuant to that certain First Addendum dated July 19, 1990 to that certain Rail Transportation Contract dated December 28, 1987 ("Contract") between Bailor and Bailee, the Bailor shall supply to Bailee a certain trainset consisting of 110 aluminum gondola cars, as more particularly described on Exhibit A attached hereto (the "Equipment").

B. The Equipment has been purchased by The CIT Group/Equipment Financing, Inc. ("CIT") and leased to the Bailor pursuant to that certain Master Lease Agreement ("Lease") between Bailor and CIT.

NOW, THEREFORE, in consideration of the foregoing premises, Bailor and Bailee hereby agree as follows:

1. The recitals of this Agreement are incorporated herein by this reference.

2. Bailee acknowledges and confirms that the Equipment is the property of CIT and Bailee is operating the Equipment under the terms of the Contract.

3. This Agreement may be executed in any number of counterparts and by the different parties on separate counterparts, and each such counterpart shall be deemed to be an original and all such counterparts shall together constitute but one and the same agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date written above.

COMMONWEALTH EDISON COMPANY

By: R. E. Tylor  
Title: DIRECTOR OF PROCUREMENT

UNION PACIFIC RAILROAD COMPANY

By: James V. Dulan  
Title: VP - Law

Acknowledged and Agreed to  
this \_\_\_\_ day of December,  
1990.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

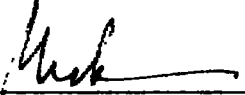
By: \_\_\_\_\_  
Title: \_\_\_\_\_

UNION PACIFIC RAILROAD COMPANY

By: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Agreed to  
this 31 day of December,  
1990.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Title: VICE PRESIDENT

State of Illinois )  
County of Cook ) SS.

On this 31<sup>st</sup> day of December, 1990, before me personally appeared Robert E. Tyler, to me personally known, who being by me duly sworn, says that (s)he is the Director of Procurement of Commonwealth Edison Company that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]



Betty Billen  
Signature of Notary Public

My Commission Expires: 7/28/93

State of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) SS.

On this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of Union Pacific Railroad Company that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

\_\_\_\_\_  
Signature of Notary Public

My Commission Expires: \_\_\_\_\_



State of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) SS.

On this \_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of Commonwealth Edison Company that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]

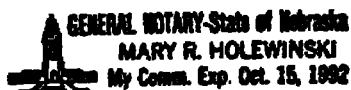
\_\_\_\_\_  
Signature of Notary Public

My Commission Expires: \_\_\_\_\_

State of Nebraska )  
County of Douglas ) SS.

On this 28<sup>TH</sup> day of December, 1990, before me personally appeared James V. Dolan, to me personally known, who being by me duly sworn, says that (s)he is the Vice President-Law of Union Pacific Railroad Company that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]



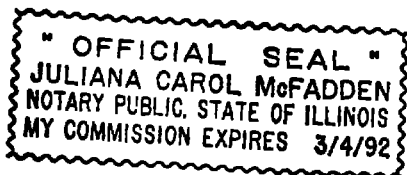
Mary R. Holewinski  
Signature of Notary Public

My Commission Expires: 10/15/92

State of Illinois )  
County of Franklin ) SS.

On this 17th day of September, 1990, before me personally appeared Paul J. [Signature], to me personally known, who being by me duly sworn, (s)he is the Vice President of The CIT Group/Equipment Financing, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]



[Signature]  
Signature of Notary Public

My Commission Expires: 3-4-92

EXHIBIT A

4270 C/F Aluminum gondola railroad cars, marked with initials CHTT, identifying nos. 640000 through 640109.